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RECORDATION NO. 20979-A FILED

APR 2 '98 1-12 PM

RECEIVED
SURFACE TRANSPORTATION
BOARD

April 2, 1998

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of First Amendment to Security Agreement (Assignment) dated as of March 31, 1998 between Central Bank, N.A. and Southern Illinois Railcar Company, L.L.C.

Please record this document as a supplemental agreement to STB Recordation Number 20979. The filing fee of \$26 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster
Mary Ann Oster
Research Consultant

Enclosures

Counterparts - Mary Ann

MEMORANDUM OF FIRST AMENDMENT TO
SECURITY AGREEMENT (ASSIGNMENT)

APR 2 '98

1-12 PM

THIS MEMORANDUM OF FIRST AMENDMENT TO SECURITY AGREEMENT (ASSIGNMENT) (this "Memorandum") dated as of March 31, 1998, is made by and between CENTRAL BANK, an Illinois banking corporation, with an office at 6701 N. Illinois, Fairview Heights, Illinois 62208 (the "Bank"), and SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C., an Illinois limited liability company, with its chief executive office and principal place of business at Executive Park Two, 505 Buckeye Drive, Troy, Illinois 62294 (the "Borrower").

Borrower and Bank hereby state the following:

1. Borrower and Bank are parties to that certain Term Loan Agreement dated as of October 30, 1997 (the "Loan Agreement") and Security Agreement (Assignment) dated as of October 30, 1997 (the "Security Agreement") (capitalized terms used herein and not otherwise defined shall have the meaning given in the Loan Agreement), whereby Bank loaned Borrower certain funds to facilitate the purchase of certain covered hopper railcars.

2. Borrower and Bank are parties to that certain Memorandum of Loan Agreement and Security Agreement dated as of October 31, 1997 and filed with the Surface Transportation Board on November 3, 1997 (Recordation No. 20979).

3. Borrower and Bank are parties to that certain First Amendment to Security Agreement (Assignment) dated as of March 31, 1998 (the "Amendment"), whereby Borrower requested, and Bank agreed, to the substitution of collateral in the Security Agreement as more fully described below.

4. Pursuant to the Amendment, the collateral taken out and substituted was the forty (40) railcars described on Schedule A hereto, and the collateral put in as a substitute was the forty (40) railcars described on Schedule B hereto (the "Replacement Units").


5. Pursuant to the Amendment, the Borrower granted the Bank a first priority lien on, and a security interest in, the Replacement Units and each and every lease related to the Replacement Units and agreed that all other terms and conditions of the Security Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

WITNESS:



SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C.

By: 
Fred L. Parsons
President

WITNESS:

CENTRAL BANK

Beverly J. Marcrum

By: Brad S. Rensch
Name: Brad S. Rensch
Title: Senior Vice President

STATE OF ILLINOIS)
COUNTY OF Madison)

SS:

On this 31st day of March, 1998, before me, a Notary Public of the County and State aforesaid, personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says that he is a managing member of Southern Illinois Railcar Company, L.L.C., an Illinois limited liability company, that said instrument was signed on behalf of said limited liability company by authority of its managing members, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

AS WITNESS my hand and notarial seal.

Janice A. Tweedy
Notary Public

My commission expires: February 23, 2000



STATE OF ILLINOIS)
COUNTY OF Madison)

SS:

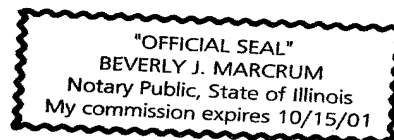
On this 31st day of March, 1998, before me, a Notary Public of the County and State aforesaid, personally appeared Brad S. Rensch, to me personally known, who being by me duly sworn, says that (s)he is the Sr. V. P. of Central Bank, an Illinois banking corporation, that said instrument was signed on behalf of said bank by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

AS WITNESS my hand and notarial seal.

Beverly J. Marcrum
Notary Public

My commission expires: 10-15-01

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SCHEDULE A

SIRX 400223	SIRX 400302
SIRX 400228	SIRX 400312
SIRX 400233	SIRX 400324
SIRX 400239	SIRX 400334
SIRX 400240	SIRX 400338
SIRX 400243	SIRX 400339
SIRX 400245	SIRX 400341
SIRX 400251	SIRX 400345
SIRX 400253	SIRX 400346
SIRX 400257	SIRX 400348
SIRX 400266	SIRX 400349
SIRX 400270	SIRX 400353
SIRX 400271	SIRX 400355
SIRX 400272	SIRX 400356
SIRX 400274	SIRX 400357
SIRX 400284	SIRX 400358
SIRX 400293	SIRX 400359
SIRX 400294	SIRX 400367
SIRX 400295	SIRX 400370
SIRX 400296	SIRX 400372

THESE CARS ARE NOT TO BE RELEASED, STB FILINGS TO REMAIN IN PLACE.
THEY HAD BEEN TAKEN AS ADDITIONAL COLLATERAL BEFORE.

SCHEDULE B

<u>Old Car Number</u>	<u>New Car Number</u>
ATSF312181	SIRX446007
ATSF311951	SIRX446008
ATSF312081	SIRX446009
ATSF312251	SIRX446010
ATSF312086	SIRX446012
ATSF306930	SIRX450005
ATSF306645	SIRX450007
ATSF306862	SIRX450011
ATSF306979	SIRX450012
ATSF306633	SIRX450014
ATSF306651	SIRX450015
ATSF307086	SIRX450016
ATSF306060	SIRX442839
ATSF306540	SIRX442842
ATSF311547	SIRX442846
ATSF311129	SIRX442848
ATSF303754	SIRX442849
ATSF303191	SIRX442855
ATSF302181	SIRX442862
ATSF307855	SIRX442866
ATSF311828	SIRX442878
ATSF309948	SIRX442879
ATSF308176	SIRX442880
ATSF304353	SIRX442883
ATSF303862	SIRX442887
ATSF312217	SIRX446003
ATSF312055	SIRX446006
ATSF312181	SIRX446007
ATSF306996	SIRX450002
ATSF307031	SIRX450003
ATSF306645	SIRX450006
ATSF306983	SIRX450008
ATSF306639	SIRX450010
ATSF306686	SIRX450013
MCPX004000	SIRX004000
MCPX004001	SIRX004001
MCPX004014	SIRX004014
MCPX004022	SIRX004022
MCPX004030	SIRX004030
MCPX004032	SIRX004032